

N11000004803

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

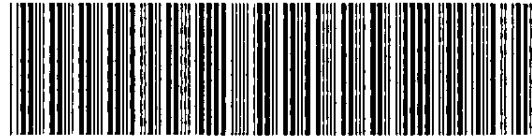
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000207370600

05/16/11--01028--006 \*\*70.00

FILED

2011 MAY 16 AM 10:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. SMITHS MAY 17 2011

COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Preservation Miami, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: William Robert Smith, III  
Name (Printed or typed)

230 NE 94 St.  
Address

Miami Shores, FL 33138  
City, State & Zip

305) 972-3986  
Daytime Telephone number

wrsmith3rd@gmail.com  
E-mail address: (to be used for future annual report notification)

2011 MAY 16 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
PRESERVATION MIAMI, INC.**

I, the undersigned incorporator of these Articles of Incorporation of Preservation Miami, Inc. (the "Corporation"), hereby forms a not-for-profit corporation under the laws of the State of Florida.

**ARTICLE I  
Name**

The name of the Corporation shall be Preservation Miami, Inc.

**ARTICLE II  
Principle Office**

The principle office shall be 721 Navarre Avenue, Coral Gables, FL 33134.

**ARTICLE III  
Purposes**

This Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code"). Within the scope of the forgoing purposes, the Corporation is organized exclusively to promote, advocate for, and participate in the preservation of historical and architecturally significant sites throughout Miami-Dade County.

**ARTICLE FOUR  
Manner of Election of the Board of Directors**

The Board of Directors of the Corporation shall be the governing body of the Corporation. Directors shall be elected annually as provided for in the Bylaws.

**ARTICLE FIVE  
Board of Directors**

The number of directors may be changed from time to time in the manner provided for in the Bylaws of the Corporation, but in no event shall there be fewer than five (5) directors. The number of directors constituting the present Board of Directors is five (5) and their names and addresses are as follows:

Name	Address
William Robert Smith, III	230 NE 94 St. Miami Shores, FL 33138
Donald David Slesnick III	721 Navarre Avenue, Coral Gables, FL 33134
Nina Korman	1700 NE 105th St., Apt. 316, Miami Shores, FL 33138
Hugh Albert Ryan	1320 SW 13th Avenue, Miami, FL 33145
Anne E. Manning	2641 SW 30 <sup>th</sup> Court, Miami, FL 33133

**FILED**  
2011 MAY 16 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE SIX**  
**Registered Agent**

The address of the initial register office of the Corporation is 721 Navarre Avenue, Coral Gables, Florida 33134, and the name of the initial register agent at such office is Donald David Slesnick, III.

**ARTICLE SEVEN**  
**Incorporator**

The name and physical address of the incorporator signing these Articles of Incorporation as the Incorporator is: Donald David Slesnick III, 721 Navarre Avenue, Coral Gables, Florida 33134.

**ARTICLE EIGHT**  
**Powers**

1. This Corporation shall possess all powers granted to a not-for-profit corporation under Chapter 617, Florida Statutes, and shall possess all powers necessary and convenient to carry out its exempt purposes. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501 (c) (3) of the Code.

2. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as permitted by Section 501 (h) of the Code), and the Corporation shall not participate or intervene in (including publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4. Notwithstanding any other provision of these Articles of incorporation, if this Corporation shall be, or shall be deemed to be, a private foundation as described in Section 509 (a) of the Code, then (a) the Corporation shall make distributions in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and (b) the Corporation is expressly prohibited from engaging in any act of self-dealing as defined in Section 4941 (d) of the Code, from retaining any excess business holdings as defined in Section 4943 (c) of the Code, from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and from making any taxable expenditures as defined in Section 4945 (d) of the Code.

**ARTICLE NINE**  
**Dissolution**

In the event the Corporation is dissolved, the Board of Directors shall, after all liabilities and obligations of the Corporation are paid or provision is made therefore, adopt a plan for the distribution of the remaining assets of the Corporation to other organizations with substantially similar purposes. If there is no successor organization or organizations with substantially similar purposes, then such remaining assets shall be distributed to one or more organizations that are organized and operated

exclusively for charitable or educational purposes, and that are exempt from federal income tax under Section 501 (c ) (3) of the Code and are not private foundations. Any of such assets not so disposed of shall be disposed of by the Probate Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes. No director or officer of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

#### ARTICLE TEN Bylaws

The Board of Directors of the Corporation shall have the power to adopt, alter, amend or repeal the Bylaws of the Corporation.

#### ARTICLE ELEVEN Amendments

The Board of Directors of the Corporation shall have the power to amend or restate these Articles of Incorporation. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Secretary of State of the State of Florida, in the manner provided by law.

#### ARTICLE TWELVE Indemnification

This Corporation shall indemnify any officer, director, or incorporator or any former officer, director, or incorporator, of this Corporation to the fullest extent possible.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
Registered Agent, Donald David Slesnick, III

5/10/11  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
Incorporator, Donald David Slesnick, III

5/10/11  
Date

2011 MAY 16 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED